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Proposed Counsel to the Official Committee of  
Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA  
SANTA ANA DIVISION**

In re:

TRX HOLDCO, LLC, a Delaware limited  
liability company,  
  
Debtor and Debtor in Possession.

Case No.: 8:22-bk-10948-SC

Chapter 11 Case

In re:

FITNESS ANYWHERE LLC, a Delaware  
limited liability company, dba TRX and TRX  
Training,  
  
Debtor and Debtor in Possession.

**THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS' SECOND  
LIMITED OBJECTION AND  
RESERVATION OF RIGHTS TO THE  
DEBTORS' EMERGENCY MOTION FOR  
ENTRY OF AN INTERIM ORDER: (I)  
AUTHORIZING THE DEBTORS TO USE  
CASH COLLATERAL PURSUANT TO 11  
U.S.C. §§ 361, 362 AND 363; (II)  
GRANTING ADEQUATE PROTECTION;  
(III) SCHEDULING A FINAL HEARING  
PURSUANT TO BANKRUPTCY RULE  
4001(B); AND (IV) GRANTING RELATED  
RELIEF**

- ☒ Affects both Debtors  
☐ Affects TRX Holdco, LLC only  
☐ Affects Fitness Anywhere, LLC only

DATE: July 7, 2022  
TIME: 9:30 a.m.  
PLACE: \*Via ZoomGov  
Courtroom 5C  
411 West Fourth Street  
Santa Ana, CA 92701

1 The Official Committee of Unsecured Creditors (the “Committee”), through its proposed  
2 undersigned attorneys, hereby submits this second limited objection and reservation of rights (this  
3 “Second Limited Objection”) to *Debtors’ Emergency Motion for Entry of an Interim Order: (I)*  
4 *Authorizing the Debtors to Use Cash Collateral Pursuant to 11 U.S.C. §§ 361, 362 and 363; (II)*  
5 *Granting Adequate Protection; (III) Scheduling a Final Hearing Pursuant to Bankruptcy Rule*  
6 *4001(b); and (IV) Granting Related Relief* [Docket No. 7] (the “Cash Collateral Motion”) and the  
7 *Supplement to the Debtors’ Emergency Motion for Entry of an Order Authorizing the Debtors to*  
8 *Use Cash Collateral Pursuant to 11 U.S.C. §§ 361, 362 and 363 and Granting Adequate*  
9 *Protection and Related Relief* [Docket No. 75] (the “Cash Collateral Supplement”), filed by the  
10 Debtors TRX Holdco, LLC and Fitness Anywhere LLC (jointly, the “Debtors”), and respectfully  
11 states as follows:

12 As background, the Committee retained Sheppard, Mullin, Richter & Hampton LLP on  
13 June 29, 2022 to serve as its counsel in the above-captioned bankruptcy cases. On June 30, 2022,  
14 the Committee filed its first limited objection to the Cash Collateral Motion and Cash Collateral  
15 Supplement requesting that the Court continue the final hearing on the Cash Collateral Motion and  
16 Cash Collateral Supplement to provide additional time for the Committee and its Counsel to  
17 review and analyze the Debtors’ proposed budgets and the bank’s terms for the use of cash  
18 collateral. *See* Docket No. 104. That same day, the Court held a hearing on the Cash Collateral  
19 Motion and Cash Collateral Supplement and ultimately continued the hearing to July 7, 2022, to  
20 provide the Committee and its professionals additional time to work with the Debtors and the bank  
21 to reach an agreement with respect to the Debtors’ use of cash collateral.

22 The Committee remains hopeful that an agreement will be reached regarding use of cash  
23 collateral. While significant progress and exchange of information has taken place (with both the  
24 Debtors and the bank), the practical reality is that the 4<sup>th</sup> of July holiday provided the parties with  
25 only two full business days (July 1 and 5) prior to today’s deadline to make progress prior to the  
26 filing of this opposition. It remains the case that an agreement with the Debtors and the bank will  
27 likely be reached just prior to the commencement of the continued hearing. But in the event such  
28 an agreement is not reached, the Committee requests an additional very brief extension to allow

1 the discussions and exchange of information to reach their conclusion, at which point an agreed  
2 resolution would be presented to the Court or a substantive objection will be filed and argued by  
3 the Committee.

4  
5 Dated: July 6, 2022

6 SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

7  
8 By /s/ Jennifer Nassiri  
9 ORI KATZ  
10 JENNIFER NASSIRI  
11 ALEXANDRIA LATTNER  
12 Proposed Attorneys for Official Committee of  
13 Unsecured Creditors  
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## PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is 333 South Hope Street, 43rd Floor, Los Angeles, CA 90071.

A true and correct copy of the foregoing document entitled (*specify*): **THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS' SECOND LIMITED OBJECTION AND RESERVATION OF RIGHTS TO THE DEBTORS' EMERGENCY MOTION FOR ENTRY OF AN INTERIM ORDER: (I) AUTHORIZING THE DEBTORS TO USE CASH COLLATERAL PURSUANT TO 11 U.S.C. §§ 361, 362 AND 363; (II) GRANTING ADEQUATE PROTECTION; (III) SCHEDULING A FINAL HEARING PURSUANT TO BANKRUPTCY RULE 4001(b); AND (IV) GRANTING RELATED RELIEF** will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

**1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):** Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) July 6, 2022, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

Ron Bender rb@lnbyg.com

Shawn M Christianson cmcintire@buchalter.com, schristianson@buchalter.com

Michael I. Gottfried mgottfried@elkinskalt.com, cavila@elkinskalt.com

Jonathan Gottlieb jd@lnbyg.com

Michael J Hauser on behalf of U.S. Trustee United States Trustee (SA)  
michael.hauser@usdoj.gov

Marsha A Houston mhouston@reedsmith.com, hvalencia@reedsmith.com

Krikor J Meshefejian kjm@lnbyg.com

Ali M Mojdehi amojdehi@btlaw.com,  
jgertz@btlaw.com;arego@btlaw.com;amattngly@btlaw.com

Christopher O Rivas crivas@reedsmith.com

Lindsey L Smith lls@lnbyg.com,

United States Trustee (SA) ustpreion16.sa.ecf@usdoj.gov

☐ Service information continued on attached page.

**2. SERVED BY UNITED STATES MAIL:**

On (*date*)\_\_\_\_\_, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page.

**3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL**

(*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (July 6, 2022), I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. be completed no later than 24 hours after the document is filed.

**SERVED BY MESSENGER:**

Honorable Scott C. Clarkson  
U.S. Bankruptcy Court, Ronald Reagan Federal Building  
411 West Fourth Street  
Suite 5130  
Santa Ana, CA 92701-4593

☐ Service information continued on attached page.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

|              |                       |                           |
|--------------|-----------------------|---------------------------|
| July 6, 2022 | Alexandria G. Lattner | /s/ Alexandria G. Lattner |
| <i>Date</i>  | <i>Printed Name</i>   | <i>Signature</i>          |